Farlain Lake Community Association
BY-LAWS

Background

The Farlain Lake Community Association was incorporated under the laws of Ontario by Letters Patent dated February 4, 1991 as the *Farlain Lake Ratepayers Association*. By Application for Supplementary Letters Patent filed November 10, 2008, the name of the corporation was changed to the *Farlain Lake Community Association* and its objects were revised and re-established as set out below. It is a Corporation without share capital and is subject to the Ontario Not-For-Profit Corporations Act, 2010.

In accordance with the Restated Articles of Amendment as approved by the members at the 2023 Annual Meeting, the objects/purposes of the Association are:

a) to protect, preserve and enhance Farlain Lake and its watershed as irreplaceable natural assets;
b) to encourage the responsible use of the lake, its shoreline and its surrounding woodlands for widely diverse purposes;
c) to promote unity and strength in the Farlain Lake community through resource stewardship, recreational, social, and civic activities;
d) to represent the common interests and concerns of its members and provide a unified voice to all levels of government and organizations that have a vested interest in Farlain Lake and its watershed.

When duly approved by the Members of the Association, these Bylaws shall come into force and the Bylaws dated August, 2021 will be deemed repealed and replaced in their entirety.

The Farlain Lake Community Association will be referred to hereafter in these By-Laws as the 'Association.'

SECTION 1 General

1.1 Definitions

a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
b) "Board" means the Board of Directors of the Association;
c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force;
d) "Director" means an individual elected or appointed to the Board;
e) "Member" means a member of the Association;
f) "Members" means the collective membership of the Association;

g) "Officer" means any of the individuals appointed pursuant to Section 6.1 of this By-law as an officer;
h) "Special Resolution" means a resolution that has been submitted to a special Members' meeting for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members' meeting or the Member's attorney; and
i) "telephonic, electronic or technological means" means any means that uses the telephone or any other electronic or technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer or computer networks.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in the By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION 2 Transaction of the Affairs of the Association

2.1 Registered Office

The registered office of the Association shall be in the Township of Tiny in the County of Simcoe in the Province of Ontario, and at such place as the Board may from time to time determine.

2.2 Execution of Documents

a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

b) Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

SECTION 3 Association Members

3.1 Classes and Conditions of Membership

a) Subject to the Purposes and Provisions of the Association affecting qualifications and conditions of membership as set out in the Articles of

Incorporation of the Association, as they may be amended from time to time, Membership in the Association shall be open only to the owner or owners of properties located within those areas specifically identified and outlined as the Farlain Lake Watershed and the North Sink, within the Township of Tiny in the County of Simcoe, Ontario, as illustrated on a map of the "Farlain Lake Watershed" issued by the Severn Sound Environmental Association to the Farlain Lake Community Association in August, 2024. The Board of Directors of the Corporation shall maintain a copy of the said map for future reference and make it available to Members or prospective Members upon request.

b) Membership is limited to one membership per property. Membership shall not be transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

c) Members shall consist of such persons who have completed an application for membership in the Association and have paid the membership fee for the relevant year unless such application is rejected by the Board on reasonable grounds consistent with the purposes of the Association and these By-Laws within three months after such application and payment is received by the Association.

d) Each membership carries with it the privilege of one vote on all resolutions of the Association and each vote shall be exercised only at regularly constituted Association meetings when the vote is taken.

e) Unless otherwise determined by Members, memberships shall be annual and shall be renewable as of August 1st of each year. The membership term runs from August 1st to July 31st of the succeeding year. Membership fees shall not be pro-rated for any partial year but annual fees may be pre-paid at the discretion of the Board.

f) All Members' families and invited guests shall be entitled to participate in all Members' meetings, workshops, recreational activities and social events organized by the Association, save and except for the purpose of voting on a resolution, by-law amendment or election of officers and directors of the Association, or voting on or exercising any other rights of a Member contemplated or permitted under these By-Laws or the Act.

3.2 Membership Fees

a) The Board shall set the annual membership fee by resolution.

b) Membership fees may be paid in person, by cheque mailed to the Association registered office, by electronic transfer, or in any other manner as may be determined by the Board from time to time.

c) Membership in the Association shall lapse if the membership fee has not been paid in full within 60 days after the renewal date, or in the case of termination, resignation of membership, or sale of property. Membership may be re-instated on application to the Board with full payment of dues.

d) A Member in good standing is defined as any Member that has paid the required membership fees within 60 days of their annual renewal date.

3.3 Member Discipline or Expulsion

The Board may suspend or terminate any Member of the Association if the member is determined by the Board to be in breach of the Association's purposes or By-Laws and/or to have engaged in conduct which, in the determination of the Board, is not consistent with the best interests of the Association. Such determination shall be made in good faith in a fair and reasonable manner within the meaning of the Act. The Board shall provide not less than fifteen (15) days written notice of such proposed suspension or termination with an opportunity to be heard or provide written submissions to the Board prior to such suspension or termination becoming effective. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

SECTION 4 Member Meetings

4.1 Place of Meetings

Members' meetings shall be held at any place in Ontario as the Board may determine. A meeting of the Members may be held in person or by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed to be present at the meeting.

4.2 Annual General Meeting

The Board shall call an Annual Meeting of the Members within six (6) months of the financial year end and not later than fifteen (15) months after the last Annual Meeting for the purpose of 1) receiving the report of the Board and the financial statement, and 2) electing the required number of Directors and any other business, matters or resolutions proposed by the Board to be considered by the Members at the Annual Meeting. The Members may consider and transact any business either special or general without prior notice except for any amendment to these By-Laws which may be required to be approved by the Members.

4.3 Special Meetings

The President and at least one Director shall have the power to call a general or special meeting of members at any time. When special business (business not dealt with at the Annual Meeting is conducted, notification of the meeting must contain sufficient information to allow members to form a reasonable judgment on them and the text of any special resolution to be submitted at the meeting. Members holding not less than ten (10) per cent of the votes that may be cast at a meeting of Members proposed to be held may requisition the Board in writing to call a special meeting of Members in accordance with the procedures and requirements of the Act.

4.4 Notice of Member Meetings

a) At least thirty (30) days, but no more than fifty (50) days prior notice shall be given to each Member, each Director and to the auditor or person appointed to conduct a review engagement concerning the holding of the Annual Meeting, and not less than ten (10) days for any other general or special meeting of Members which may be called by the Board or the Members.

b) Notification may be made by means of communication determined by the Board from time to time including newsletter, electronic mail, temporary signage, personal contact and/or by telephone. Delivery of notice of the Annual Meeting or any regular or special meetings of Members may be dispensed with by the Members attending any such meeting.

c) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting, including if applicable, instructions for voting by such means at the meeting.

4.5 Quorum

A quorum for the transaction of business at any Annual Meeting, general meeting or special meeting of Members shall consist of at least ten (10) members of the Association in good standing whether present in person, by telephonic or electronic means, or by valid registered proxy. No more than thirty-three per cent (33%) shall be by proxy. If a quorum of Members is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

4.6 Voting at Members Meetings

a) Motions or resolutions at the annual, general and special meetings shall be determined by a show of hands where the meeting is held in person unless a ballot is demanded by any Member, either before or after any vote. Voting at meetings held by electronic means may be conducted by electronic means.

b) One vote per property owned shall be allowed. The chair of the meeting, if a member, shall have a vote.

c) An abstention shall not be considered a vote cast.

d) Members entitled to vote who cannot attend an annual, general, or special meeting may appoint another member entitled to vote on their behalf. Proxy forms are to be sent to all Members with any written notice of such meeting and, to be valid, any permitted proxy must be registered with the Board at least seven days prior to such meeting.

e) A simple majority of the votes cast whether in person, electronically, or by proxy will determine the outcome of the motion or resolution.

f) In the case of an equality of votes either on show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting, in addition to the original vote, shall have a second or casting vote.

4.7 Conduct of Members Meetings

a) Robert's Rules of Order shall govern all annual meetings when not inconsistent with the Association's By-laws. The order of business and the rules of procedure at special/general membership meetings shall be at the discretion of the Chair of the meeting.

b) The President of the Association, or a designate from amongst the Directors, shall be the Chair of Members' meetings.

c) The Chair at any meeting of Members, with the majority consent of any Members' meeting, and subject to such conditions as the meeting may decide, shall adjourn the meeting from time to time and from place to place.

d) The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Association (or the person appointed to conduct a review engagement, if any) and others entitled under the Act to be present at the meeting. Others such as Members' families or Members' guests, may attend the meeting at the discretion of the Chair or with the majority consent of the Members present at the meeting.

4.8 Proposals by Members

a) A Member entitled to vote at an Annual Meeting may submit to the Association notice of any matter that the Member proposes to raise at the Annual Meeting (a "Proposal"). Any such proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of the Members entitled to vote at the meeting at which the Proposal is to be presented.

b) Provided the Proposal complies with the Act and is received no less than 30 days before the Annual Meeting, it shall be included in the Notice of the Meeting, and if requested by the Member, shall also include a statement by the Member in support of the Proposal and the Member's name and address.

SECTION 5 Directors of the Association

5.1 Composition of the Board

a) Subject to the Act and the Articles of Incorporation of the Association, as they may be amended from time to time, the Association will be governed by a Board of Directors of not less than five (5) and not more than ten (10) members elected at the annual Members' meeting.

b) Any Member of the Association whose annual dues are paid up for the year preceding the Annual Meeting, and subject to the qualifications specified in the Act, shall be eligible for election to the Board.

c) In order to add diversity to the Board and expand the eligible pool of potential Board members, up to three, but not more than 30% of the Board, (rounded to the closest full integer) may be comprised of non-Members that wish to invest significant effort for the betterment of the FLCA community.

5.2 Election and Term

a) Except as otherwise resolved by the Members at the Annual Meeting, all Directors shall be elected for a term of three years at the annual Members' meeting. Terms shall be staggered to preserve the continuity on the Board. The Directors in office shall continue in office until their successors are duly elected.

b) There shall be no limit to the number of terms a Director may remain in office.

c) A call for nominations shall be issued no less than thirty (30) days prior to the Annual Meeting. Nominations shall be submitted to the Board using the requisite form for the purpose of preparing a slate for presentation to the Members at the Annual Meeting.

d) Directors shall be elected by the Members at the Annual Meeting by ordinary resolution.

e) Directors may resign from the Board at their will in accordance with the requirements set out in section 5.3.

f) The members of the Association, by ordinary resolution at a special meeting, may remove from office any Director or Directors, except persons who are Directors by virtue of their office.

5.3 Vacancies

The office of Director shall be vacated upon the occurrence of any of the following events:

a) a Director resigns by delivering to the Secretary of the Association a letter of resignation. The resignation shall take effect at the time of such delivery, unless an earlier date is specified in the resignation and such earlier date is accepted by the Board;

b) a Director is removed from office by ordinary resolution of the Members or otherwise in accordance with the Act;

c) a Director no longer fulfills the membership requirements of the Association;

d) a Director is deemed by a court to be a mentally incompetent person or incapable of managing his or her affairs; or,

e) dies or becomes bankrupt.

5.4 Appointments

a) The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next Annual Meeting of the members, but the total number of Directors so appointed may not exceed one-third of the number of directors elected at the previous Annual Meeting of the members.

b) Any vacancy on the Board may be filled by appointment by the Directors then in office, provided that a Director so appointed shall only be appointed for the unexpired portion of term of that Director's predecessor.

5.5 Board Meetings

a) Board meetings may be called by the President, Vice President or by not less than two Directors at any time.

b) Notice of such meetings shall be delivered to Board members not less than twenty-four (24) hours before the meeting is to take place. The Board shall make every effort to meet in person or through electronic means at least three times annually.

c) The President or, if absent, the Vice-President, shall be Chair of any meetings of Directors.

d) Sixty (60) per cent of the Directors shall constitute a quorum for the transaction of Board business.

e) Motions in Board meetings shall be determined by a simple majority of the votes cast. Each Director present at a Board meeting, including the Chair, shall be entitled to one vote on each question. In the case of a tie vote, the Chair shall have the right to cast a second or tie-breaking vote.

f) No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Association in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION 6 Officers

6.1 Appointment

Officers of the Association, namely the President, Vice-President, Secretary and Treasurer, shall be appointed by the Board at its first meeting following the Annual Meeting, from among its members for a term of one year. The same person may hold two or more offices of the Association. If elected to the Board, the immediate former President of the Association not being the then current President of the Association, may serve by appointment of the Board in such capacity as an additional officer of the Association.

6.2 Duties of the Officers

a) The President shall be the Chair of the Board in accordance with the Act, and when present, preside at all meetings of the Board and Members of the Association. The President will supervise the general management and operations of the Association in accordance with the By-laws. The President will ensure that all orders and resolutions of the Board and Members are carried into effect. The President or designate will be the chief spokesperson for the Association. The President will perform such other duties as may be assigned by the Board from time to time not inconsistent with the By-Laws.

b) During the temporary absence or upon delegation by the President, the Vice-President shall be vested with all powers of the President and shall perform all the duties of the President.

c) The Secretary shall give or cause to be given notice of all meetings of the Board or Members. The Secretary or other person designated by the Board shall record all votes and minutes of all proceedings in books to be kept for that purpose. The Secretary shall be the custodian of the Association's books, papers, contracts and other documents belonging to the Association which shall be delivered only when authorized by a resolution of the Board and to such persons named in the resolution. The Secretary shall perform such other duties as may, from time to time, be determined by the Board.

d) The Treasurer shall be responsible for maintaining the Association's bank account in a chartered bank, credit union or trust company as directed by the Board. The financial institution must be a member of the Canadian Deposit Insurance Corporation (CDIC). The Treasurer will present to the Association's bank the signatures of the approved signing officers immediately following the Annual Meeting of Members. The Treasurer shall keep full and accurate accounts of all receipts and disbursements in proper books belonging to the Association and shall deposit all monies or other valuable securities in the name and to the credit of the Association in such banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Association under direction of the Board. The Treasurer shall render to the Board at its regular meetings or whenever required, all vouchers of the disbursements and an account of all transactions as Treasurer, and of the financial position of the Association. The Treasurer shall perform other duties as may, from time to time, be determined by the Board. Upon retirement or removal from office, the Treasurer shall immediately return to the Association all books, papers, vouchers, money and other records or property in the possession or under the control of the Treasurer and belongings of the Association.

e) The Past President, if elected by the Board, will perform such duties as may be requested by the President from time to time.

SECTION 7 Board Responsibilities

7.1 Standard of Care

Every Director and officer in exercising their powers and discharging their duties to the Association shall;

Every Director and officer in exercising their powers and discharging their duties to the Association shall;

a) Act honestly and in good faith with a view to the Association's best interests; and

b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.2 Board Authority

The Board shall have the full power with respect to all affairs of the Association. The Board shall:

a) Control the affairs and conduct the business of the Association and do all things necessary to ensure receipt of needed revenues and adequate control of projected revenues;

b) Uphold the by-laws of the Association and establish, amend or alter policies as they evolve, to enable the Association to comply with the objectives and purposes described in the By-laws and the Association's constituting documents from time to time;

c) Establish standing committees and special project teams as deemed necessary from time to time, and appoint the chair/project team leader of such committees and project teams, and terminate appointments and dissolve such committees/project teams;

d) Engage the persons whom the Board deems necessary to carry out the Association's business, determine appropriate remuneration, if applicable, and the conditions of service with the power to terminate such service;

e) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements, on an ongoing basis and administer and control monies, funds, grants, donations and investments in the Association; and

f) Review the Association's objects/purposes, by-laws and plans, and recommend any changes.

SECTION 8 Financial Management

8.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

8.2 Signing Authority

The signing authorities for the Association shall be the President, Vice-President and the Treasurer. Any cheques must have two signatures, one of which shall be the Treasurer.

8.3 Fiscal Year

The fiscal year of the Association shall be from August 1st to July 31st of the succeeding year.

8.4 Remuneration

Board members shall serve as such without remuneration but shall be entitled to be paid for their traveling and other expenses properly incurred by them in attending meetings of the Board or other business of the Association if so authorized by the Board.

8.5 Financial Review

Members of the Association may pass an extraordinary resolution to not appoint an auditor and to not have an audit or a review engagement in respect of the Association's financial year if the Association had annual revenue in that financial year of $100,000 or less or such other prescribed amount. An extraordinary resolution passed under this section is valid until the next Annual Meeting of the Members.

8.6 Annual Financial Statements

The Directors of the Association shall place the financial statements approved by the Directors before the Members at every Annual Meeting in accordance with the Act.

8.7 Dissolution

Subject to the Purposes and Provisions of the Association affecting dissolution of the Corporation as set out in the Articles of Incorporation of the Association, as they may be amended from time to time, upon dissolution of the Association, the three signing authorities will, if sufficient funds remain less outstanding debts, invest the funds. If the Association is not re-activated within two (2) years, remaining funds will be disbursed by an approved signatory in the form of a charitable donation to the Georgian Bay General Hospital Foundation located in Midland, Ontario.

Section 9 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association, or is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 10 Intellectual Property

The corporate name of the Association, its By-laws, its logo and logotype, its corporate seal, minutes and records from all meetings, membership records including names/addresses/telephone numbers/email addresses, plans, strategies, reports from studies and data collection, products, services and all other relevant intellectual property owned by the Association shall not be shared with nor utilized by organizations and private sector interests without the written approval of the Board.

SECTION 11 Protection of Directors and Officers and Others

11.1 Indemnification

All Directors of the Association and their heirs, executors, administrators and their estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

a) all costs, charges and expenses whatsoever which the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the Director for, or in respect of, any act, deed matter or things whatsoever made, done or permitted by the Director in or about the execution of the duties of the Director's office; and

b) all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect and default. The Association may also indemnify any Director in such other circumstances as the Law may permit or require. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-Law to the extent permitted by the Act or by law.

11.2 Insurance

To protect the Association, Directors, and members in good standing, liability insurance coverage for such amounts and on such terms as the Board may from time to time determine shall be provided at the expense of the Association. The Association may purchase and maintain such insurance for the benefit of any person referred to as a Director as the Board may from time to time determine.

SECTION 12 Amendments to the Articles and By-laws

12.1 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Association with respect to the matters listed in section 103(1) of the Act.

12.2 Amendment of By-laws

Amendments to the By-laws may only be made by resolution at the Annual Meeting of Members or at any general meeting properly called. The Directors may by resolution make, amend or repeal any By-law, except in respect of a matter referred to in section 103(1) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. Amendments must be passed by a majority of votes cast by the Members in attendance at the Annual Meeting or by proxy. The provisions of this section 12.2 are subject to any additional requirements of the Act.

End of By-laws

ENACTED AND PASSED by the Board of Directors of the Farlain Lake Community Association on the seventh of August, 2024.

APPROVED AND CONFIRMED by the voting Members at the annual of the Farlain Lake Community Association on the 15th day of August, 2024.

Attachment: Map of Farlain Lake Watershed courtesy of SSEA (Severn Sound Environmental Association)